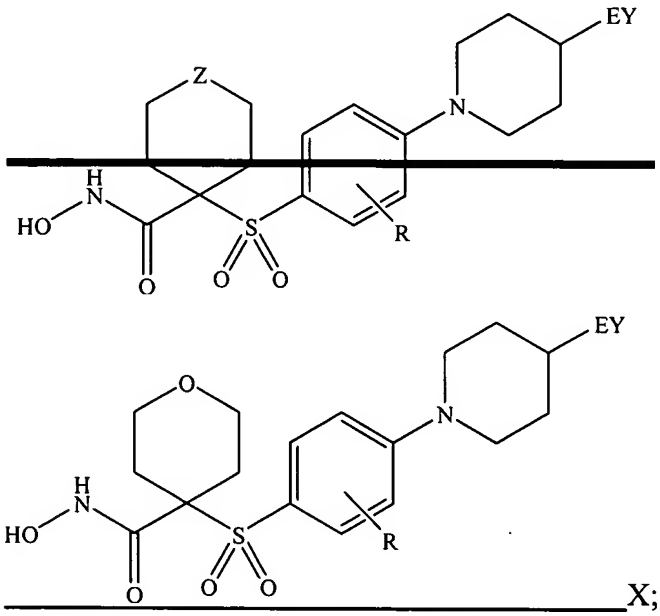
Amended Claims

1. **(currently amended)** A compound or a salt thereof, wherein:

the compound corresponds in structure to the Formula X:



X;

~~Z is selected from the group consisting of -C(O)-, -N(R^6)-, -O-, -S-, -S(O)-, -S(O)$_2$-, and -N(S(O)$_2$$R^7$)-;~~

~~R^6 is selected from the group consisting of hydrogen, formyl, sulfonic-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, carboxy-C_1-C_6-alkyl, C_1-C_6-alkylcarbonyl-C_1-C_6-alkyl, R^8R^9-aminocarbonyl-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkylcarbonyl, carboxy-C_1-C_6-alkylcarbonyl, C_1-C_6-alkylcarbonyl-C_1-C_6-alkylcarbonyl, C_1-C_6-alkoxycarbonyl, carboxy, C_1-C_6-alkylcarbonyl, R^8R^9-aminocarbonyl, aryl-C_1-C_6-alkyl, arylcarbonyl, bis(C_1-C_6-alkoxy-C_1-C_6-alkyl)-C_1-C_6-alkyl, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, trifluoromethyl-C_1-C_6-alkyl, perfluoro-C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, heteroarylcarbonyl, heterocyclylcarbonyl, aryl, heterocyclyl, heteroaryl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, heteroaryl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, arylsulfonyl, C_1-~~

~~C_6-alkylsulfonyl, C_5-C_6-heteroarylsulfonyl, carboxy-C_1-C_6-alkyl, aminocarbonyl, C_1-C_6-alkylimino(R^{10})carbonyl, arylimino(R^{10})carbonyl, C_5-C_6-heterocyclylimino(R^{10})carbonyl, arylthio-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, arylthio-C_3-C_6-alkenyl, C_1-C_4-alkylthio-C_3-C_6-alkenyl, C_5-C_6-heteroaryl-C_1-C_6-alkyl, halo-C_1-C_6-alkylcarbonyl, hydroxy-C_1-C_6-alkylcarbonyl, thiol-C_1-C_6-alkylcarbonyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, aryloxycarbonyl, R^8R^9-aminoimino(R^{10})methyl, R^8R^9-amino-C_1-C_5-alkylcarbonyl, hydroxy-C_1-C_5-alkyl, R^8R^9-aminocarbonyl, R^8R^9-aminocarbonyl-C_1-C_6-alkylcarbonyl, hydroxyaminocarbonyl, R^8R^9-aminosulfonyl, R^8R^9-aminosulfonyl-C_1-C_6-alkyl, R^8R^9-amino-C_1-C_6-alkylsulfonyl, and R^8R^9-amino-C_1-C_6-alkyl;~~

~~R^7 is selected from the group consisting of aryl-C_1-C_6-alkyl, aryl, heteroaryl, heterocyclyl, C_1-C_6-alkyl, C_3-C_6-alkynyl, C_3-C_6-alkenyl, carboxy-C_1-C_6-alkyl, and hydroxy-C_1-C_6-alkyl;~~

~~as to R^8 and R^9:~~

~~R^8 and R^9 are independently selected from the group consisting of hydrogen, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkylcarbonyl, arylcarbonyl, aryl, aryl-C_1-C_6-alkyl, heteroaryl, heteroaryl-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, carboxy-C_1-C_6-alkyl, carboxyaryl-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any said thio substituents, a sulfone of any said thio substituents, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkylcarbonyl, or~~

~~R^8 and R^9, together with the atom to which they are bonded, form a 5- to 8-membered heterocyclic or heteroaryl ring containing up to 2 heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur;~~

~~only one of R^8 and R^9 is hydroxy;~~

~~R^{10} is selected from the group consisting of hydrogen, hydroxy, C_1-C_6-alkyl, aryl, aryl-C_1-C_6-alkyl, heteroaryl, heteroaryl-C_1-C_6-alkyl, C_2-C_6-alkynyl, C_2-C_6-alkenyl, thiol-C_1-C_6-alkyl, C_1-C_6-alkylthio-C_1-C_6-alkyl, cycloalkyl, cycloalkyl-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, carboxy-C_1-C_6-alkyl, carboxyaryl-C_1-C_6-alkyl, aminocarbonyl-C_1-C_6-alkyl, aryloxy-C_1-C_6-alkyl, heteroaryloxy-C_1-C_6-alkyl, arylthio-C_1-C_6-alkyl, heteroarylthio-C_1-C_6-alkyl, a sulfoxide of any said thio substituents, a sulfone of any said thio substituents, trifluoromethyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, alkoxycarbonylamino-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl, aryl-C_1-C_6-alkyl, cycloalkyl, and C_1-C_6-alkylcarbonyl;~~

E is selected from the group consisting of a bond, -C(O)-, and -S-;

Y is selected from the group consisting of hydrogen, alkyl, alkoxy, haloalkyl, aryl, arylalkyl, cycloalkyl, heteroaryl, hydroxy, aryloxy, arylalkoxy, heteroaryloxy, heteroarylalkyl, perfluoroalkoxy, perfluoroalkylthio, trifluoromethylalkyl, alkenyl, heterocyclyl, cycloalkyl, trifluoromethyl, alkoxycarbonyl, and aminoalkyl, wherein:

the aryl, heteroaryl, arylalkyl, or heterocyclyl optionally is substituted with up to 2 substituents independently selected from the group consisting of alkylcarbonyl, halo, nitro, arylalkyl, aryl, alkoxy, trifluoroalkyl, trifluoroalkoxy, and amino, wherein:

the amino nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of alkyl and arylalkyl; and

R is selected from the group consisting of hydrogen, cyano, perfluoroalkyl, trifluoromethoxy, trifluoromethylthio, haloalkyl, trifluoromethylalkyl, arylalkoxycarbonyl, aryloxycarbonyl, hydroxy, halo, alkyl, alkoxy, nitro, thiol, hydroxycarbonyl, aryloxy, arylthio, arylalkyl, aryl, arylcarbonylamino, heteroaryloxy, heteroarylthio, heteroarylalkyl, cycloalkyl, heterocylyloxy, heterocylylthio, heterocylylamino, cycloalkyloxy, cycloalkylthio, heteroarylalkoxy, heteroarylalkylthio, arylalkoxy, arylalkylthio, arylalkylamino, heterocylyl, heteroaryl, arylazo, hydroxycarbonylalkoxy, alkoxycarbonylalkoxy, alkylcarbonyl, arylcarbonyl, arylalkylcarbonyl, alkylcarbonyloxy, arylalkylcarbonyloxy, hydroxyalkyl, hydroxyalkoxy, alkylthio, alkoxyalkylthio, alkoxycarbonyl, aryloxyalkoxyaryl, arylthioalkylthioaryl, aryloxyalkylthioaryl, arylthioalkoxyaryl, hydroxycarbonylalkoxy, hydroxycarbonylalkylthio, alkoxycarbonylalkoxy, alkoxycarbonylalkylthio, amino, aminocarbonyl, and aminoalkyl, wherein:

the amino nitrogen optionally is substituted with:

up two substituents that are independently selected from the group consisting of alkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, arylalkoxycarbonyl, alkoxycarbonyl, arylcarbonyl, arylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylcarbonyl, and alkylcarbonyl, or

two substituents such that the two substituents, together with the amino nitrogen, form a 5- to 8-member heterocyclyl or heteroaryl ring that:

contains from zero to two additional heteroatoms that are independently selected from the group consisting of nitrogen, oxygen, and sulfur,

optionally is substituted with up to two substituents independently selected from the group consisting of aryl, alkyl,

heteroaryl, arylalkyl, heteroarylalkyl, hydroxy, alkoxy, alkylcarbonyl, cycloalkyl, heterocylylalkyl, alkoxycarbonyl, hydroxyalkyl, trifluoromethyl, benzofused heterocylylalkyl, hydroxyalkoxyalkyl, arylalkoxycarbonyl, hydroxycarbonyl, aryloxycarbonyl, benzofused heterocylylalkoxy, benzofused cycloalkylcarbonyl, heterocyclylalkylcarbonyl, and cycloalkylcarbonyl,

the aminocarbonyl nitrogen is:

unsubstituted,

the reacted amine of an amino acid,

substituted with one or two substituents independently selected from the group consisting of alkyl, hydroxyalkyl, hydroxyheteroarylalkyl, cycloalkyl, arylalkyl, trifluoromethylalkyl, heterocylylalkyl, benzofused heterocylylalkyl, benzofused cycloalkyl, and N,N-dialkylsubstituted alkylamino-alkyl, or

substituted with two substituents such that the two substituents, together with the aminocarbonyl nitrogen, form a 5- to 8-member heterocyclyl or heteroaryl ring that optionally is substituted with up to two substituents independently selected from the group consisting of alkyl, alkoxycarbonyl, nitro, heterocylylalkyl, hydroxy, hydroxycarbonyl, aryl, arylalkyl, heteroaralkyl, and amino, wherein the amino nitrogen optionally is substituted with:

two substituents independently selected from the group consisting of alkyl, aryl, and heteroaryl; or

two substituents such that the two substituents, together with the amino nitrogen, form a 5- to 8-member heterocyclyl or heteroaryl ring, and

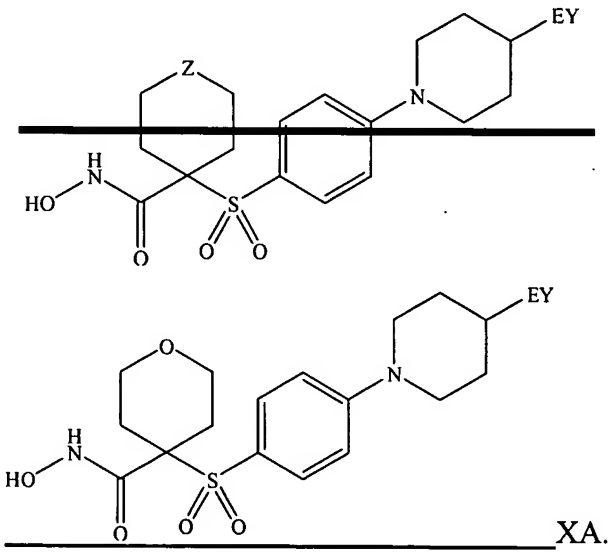
the aminoalkyl nitrogen optionally is substituted with:

up to two substituents independently selected from the group consisting of alkyl, aryl, arylalkyl, cycloalkyl, arylalkoxycarbonyl, alkoxycarbonyl, and alkylcarbonyl, or

two substituents such that the two substituents, together with the aminoalkyl nitrogen, form a 5- to 8-member heterocyclyl or heteroaryl ring.

2. **(original)** A compound or salt according to claim 1, wherein R is halo.

3. **(currently amended)** A compound or salt according to claim 1, wherein the compound corresponds in structure to Formula XA:



XA.

4. **(original)** A compound or salt according to claim 3, wherein the salt is a pharmaceutically acceptable salt.

5. **(original)** A compound or salt according to claim 3, wherein Y is selected from the group consisting of aryl, arylalkyl, cycloalkyl, heteroaryl, aryloxy, arylalkoxy, heteroaryloxy, heteroarylalkyl, heterocyclyl, and cycloalkyl, wherein:

the aryl, heteroaryl, arylalkyl, or heterocyclyl optionally is substituted with up to 2 substituents independently selected from the group consisting of alkylcarbonyl, halo, nitro, arylalkyl, aryl, alkoxy, trifluoroalkyl, trifluoroalkoxy, and amino, wherein:

the amino nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of alkyl and arylalkyl.

6. **(original)** A compound or salt according to claim 3, wherein E is a bond.

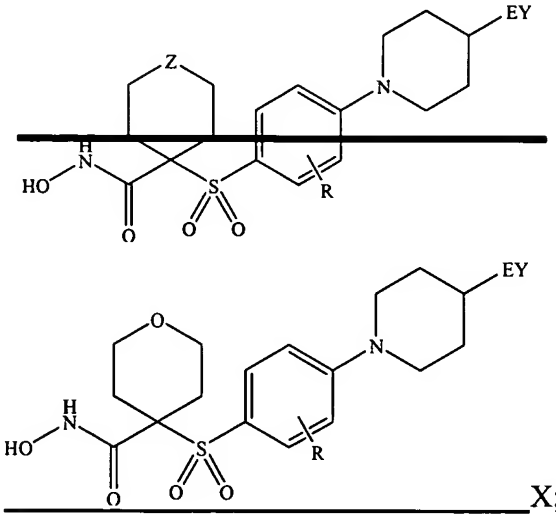
7. **(original)** A compound or salt according to claim 3, wherein E is -C(O)-.

8. **(original)** A compound or salt according to claim 3, wherein E is -S-.

Claims 9-13 (canceled)

14. **(currently amended)** A compound or a salt thereof, wherein:

the compound corresponds in structure to Formula X:



X;

E is selected from the group consisting of a bond, -C(O)-, and -S-;

~~**Z is selected from the group consisting of -C(O)-, -N(R^6)-, -O-, -S-, and -S(O)$_2$-;**~~

~~**R^6 is selected from the group consisting of hydrogen, arylalkoxycarbonyl, alkylcarbonyl, alkyl, alkoxyalkyl, cycloalkyl, heteroarylcarbonyl, heteroaryl,**~~

~~cycloalkylalkyl, alkylsulfonyl, haloalkylcarbonyl, alkenyl, alkynyl, and R^8R^9-aminoalkylcarbonyl;~~

~~as to R^8 and R^9:~~

~~R^8 and R^9 are independently selected from the group consisting of hydrogen, alkyl, alkoxy, hydroxyalkyl, alkoxyalkyl, hydroxyalkoxyalkyl, heteroarylalkyl, cycloalkylalkyl, heterocyclylcarbonyl, haloalkyl, and aminoalkyl, wherein:~~

~~the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of alkyl, or~~

~~R^8 and R^9, together with the atom to which they are bonded, form a 5- to 8-membered heterocyclyl or heteroaryl containing up to 3 heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur, wherein:~~

~~any such heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of hydroxy, keto, carboxy, alkoxyalkyl, hydroxyalkyl, hydroxyalkoxyalkyl, alkoxycarbonylalkyl, heterocyclylalkyl, alkoxycarbonyl, and aminoalkyl, wherein:~~

~~the aminoalkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of alkyl;~~ and

Y is selected from the group consisting of cycloalkyl, 2,3-dihydroindolyl, heterocyclyl, aryl, heteroaryl, arylalkyl, and heteroarylalkyl, wherein:

any such substituent optionally is substituted with one or more optionally substituted substituents independently selected from the group consisting of halogen, hydroxy, keto, alkyl, haloalkyl, hydroxyalkyl, alkenyl, alkoxy, alkylcarbonyl, haloalkoxy, alkylthio, alkoxyalkyl, alkoxycarbonylalkyl, cycloalkyl, cycloalkylalkyl, cycloalkyloxy, cycloalkylalkoxy, cycloalkylalkoxyalkyl, aryl, arylalkyl, arylalkoxy, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonylalkyl, alkylsulfonyl, amino, aminoalkyl, and aminocarbonyl, wherein:

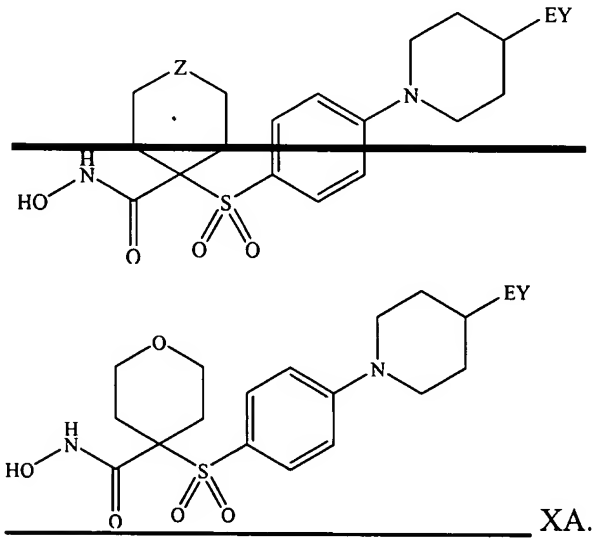
any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, alkyl,

haloalkyl, alkoxy, haloalkoxy, and alkylcarbonyl, and

the nitrogen of the amino, aminoalkyl, or aminocarbonyl optionally is substituted with up to two substituents independently selected from the group consisting of alkyl and cycloalkylalkyl; and

R is selected from the group consisting of hydrogen and halogen.

15. **(currently amended)** A compound or salt according to claim 14, wherein the compound corresponds in structure to Formula XA:



XA.

Claims 16-25 (canceled).

26. **(original)** A compound or salt according to claim 15, wherein E is -C(O)-.

Claims 27 and 28 (canceled).

29. **(currently amended)** A compound or salt according to claim 26, wherein:

~~R^6 is selected from the group consisting of hydrogen, aryl C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl,~~

~~heteroaryl, heteroarylcarbonyl, halo-C_1-C_6-alkylcarbonyl, and R^8R^9-amino-C_1-C_6-alkylcarbonyl;~~

~~as to R^8 and R^9:~~

~~R^8 and R^9 are independently selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy, hydroxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, heteroaryl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, heterocyclylcarbonyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, or~~

~~R^8 and R^9, together with the atom to which they are bonded, form a heterocyclyl or heteroaryl containing up to 3 heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur, wherein:~~

~~any such heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of hydroxy, keto, carboxy, hydroxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl; and~~

Y is selected from the group consisting of heterocyclyl, aryl, heteroaryl, and arylmethyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-

C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl, and

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

30. **(original)** A compound or salt according to claim 29, wherein Y is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl, and

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

31. **(original)** A compound or salt according to claim 29, wherein Y is thienyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-

C_1-C_6-alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl, and

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

Claims 32 and 33 (canceled).

34. **(currently amended)** A compound or salt according to claim 26, wherein:

~~**R^6 is selected from the group consisting of C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, and C_1-C_6-alkylsulfonyl; and**~~

Y is selected from the group consisting of aryl, heteroaryl, arylmethyl, and heteroarylmethyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

35. **(original)** A compound or salt according to claim 34, wherein Y is phenyl or phenylmethyl, wherein:

the phenyl or phenylmethyl optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

Claims 36-40 (canceled).

41. **(original)** A compound or salt according to claim 34, wherein Y is thienyl or thienylmethyl, wherein:

the thienyl or thienylmethyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

Claims 42-46 (canceled).

47. **(original)** A compound or salt according to claim 15, wherein E is a bond.

Claims 48 and 49 (canceled).

50. **(currently amended)** A compound or salt according to claim 47, wherein:

~~R^6 is selected from the group consisting of hydrogen, aryl-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, heteroaryl, heteroarylcarbonyl, halo-C_1-C_6-alkylcarbonyl, and R^8R^9-amino-C_1-C_6-alkylcarbonyl;~~

~~as to R^8 and R^9:~~

~~R^8 and R^9 are independently selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy, hydroxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, heteroaryl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, heterocyclylcarbonyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, or~~

~~R^8 and R^9, together with the atom to which they are bonded, form a heterocyclyl or heteroaryl containing up to 3 heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur, wherein:~~

~~any such heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of hydroxy, keto, carboxy, hydroxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl;~~

Y is selected from the group consisting of aryl, 2,3-dihydroindolyl, heterocyclyl, and heteroaryl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, keto, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkoxy, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, aryl, aminocarbonyl, and C_1-C_6-alkylsulfonyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, halo-C_1-C_6-alkyl, and halo-C_1-C_6-alkoxy, and

the nitrogen of the aminocarbonyl optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl.

51. **(original)** A compound or salt according to claim 50, wherein Y is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, keto, hydroxy, C_1-C_6-alkyl, C_1-C_6-alkoxy, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, aryl, aminocarbonyl, and C_1-C_6-alkylsulfonyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, halo-C_1-C_6-alkyl, and halo-C_1-C_6-alkoxy, and

the nitrogen of the aminocarbonyl optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl.

52. **(currently amended)** A compound or salt according to claim 47, wherein:

~~**R^6 is selected from the group consisting of C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, and C_1-C_6-alkylsulfonyl; and**~~

Y is selected from the group consisting of heteroaryl, aryl, and heterocyclyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, C_1-C_6-

alkoxy, and aryl, wherein:

the aryl optionally is substituted with one or more substituents independently selected from the group consisting of halo-C_1-C_6-alkyl.

53. **(original)** A compound or salt according to claim 50, wherein Y is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, C_1-C_6-alkoxy, and aryl, wherein:

the aryl optionally is substituted with one or more substituents independently selected from the group consisting of halo-C_1-C_6-alkyl.

54. **(original)** A compound or salt according to claim 15, wherein E is -S-.

Claims 55 and 56 (canceled).

57. **(currently amended)** A compound or salt according to claim 54, wherein:

~~R^6 is selected from the group consisting of hydrogen, aryl-C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, heteroaryl, heteroarylcarbonyl, halo-C_1-C_6-alkylcarbonyl, and R^8R^9-amino-C_1-C_6-alkylcarbonyl;~~

~~as to R^8 and R^9:~~

~~R^8 and R^9 are independently selected from the group consisting of hydrogen, C_1-C_6-alkyl, C_1-C_6-alkoxy, hydroxy-C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, heteroaryl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, heterocyclylcarbonyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl, or~~

~~R^8 and R^9, together with the atom to which they are bonded, form a heterocyclyl or heteroaryl containing up to 3 heteroatoms independently selected from the group consisting of nitrogen, oxygen, and sulfur, wherein:~~

~~any such heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of hydroxy, keto, carboxy, hydroxy-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, and amino-C_1-C_6-alkyl, wherein:~~

~~the amino-C_1-C_6-alkyl nitrogen optionally is substituted with up to 2 substituents independently selected from the group consisting of C_1-C_6-alkyl;~~

Y is selected from the group consisting of cycloalkyl, aryl, arylmethyl, and heteroaryl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, halo-C_1-C_6-alkyl, and halo-C_1-C_6-alkoxy.

58. **(currently amended)** A compound or salt according to claim 54, wherein:

~~R^6 is selected from the group consisting of C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, C_3-C_8-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, and C_1-C_6-alkylsulfonyl; and~~

Y is heteroaryl.

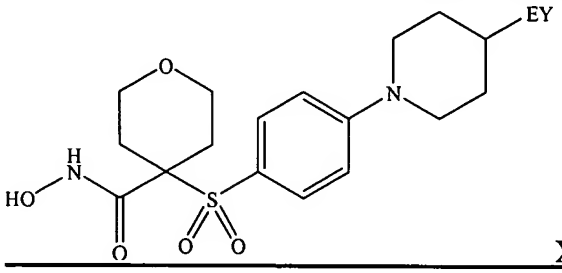
59. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with matrix metalloprotease activity**~~ in **an** ~~**a host**~~ animal, wherein:

the method comprises administering a compound recited in claim 1 (or a pharmaceutically acceptable salt thereof) to the **[[host]]** animal in an amount effective to ~~**prevent or**~~ treat the condition;

the condition is treatable by inhibiting matrix metalloprotease activity; and

the condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, and a central nervous system disease.

60. **(currently amended)** A method according to claim 59, wherein the compound corresponds in structure to ~~**a compound recited in claim 3**~~ **Formula XA:**



XA.

61. **(original)** A method according to claim 59, wherein the condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermolysis bullosa, aortic aneurysm, weak injury repair, an adhesion, scarring, congestive heart failure, coronary thrombosis, emphysema, proteinuria, and Alzheimer's disease.

62. **(original)** A method according to claim 59, wherein the condition is selected from the group consisting of rheumatoid arthritis, osteoarthritis, septic arthritis, corneal ulceration, epidermal ulceration, gastric ulceration, tumor metastasis, tumor invasion, tumor angiogenesis,

periodontal disease, proteinuria, Alzheimer's disease, coronary thrombosis, bone disease, and defective injury repair.

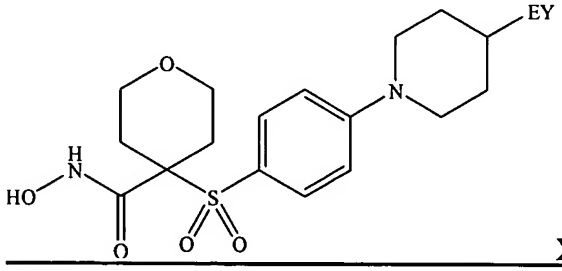
Claim 63 (canceled).

64. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with matrix metalloprotease activity**~~ in **an** ~~**a host**~~ animal, **wherein:**

the condition is treatable by inhibiting matrix metalloprotease-2, matrix metalloprotease-9, and/or matrix metalloprotease-13 activity; and

the method comprising administering a compound recited in claim 1 (or a pharmaceutically-acceptable salt thereof) to the **[[host]]** animal in an amount effective to inhibit matrix metalloprotease-2, matrix metalloprotease-9, and/or matrix metalloprotease-13.

65. **(currently amended)** A method according to claim 64, wherein the compound corresponds in structure to ~~**a compound recited in claim 3**~~ **Formula XA:**



XA.

66. **(currently amended)** A method according to claim 64, wherein **the compound inhibits** matrix metalloprotease-13 ~~**is inhibited**~~ selectively over both matrix metalloprotease-1 and matrix metalloprotease-14.

Claims 67 and 68 (canceled).

69. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with matrix metalloprotease activity**~~ in **an** ~~**a host**~~ animal, wherein:

the method comprises administering a compound recited in claim 1 (or a pharmaceutically-acceptable salt thereof) to the **[[host]]** animal in an amount effective to ~~**prevent or**~~ treat the condition, and

the condition is **treatable by inhibiting** ~~**associated with**~~ TNF-α convertase activity.

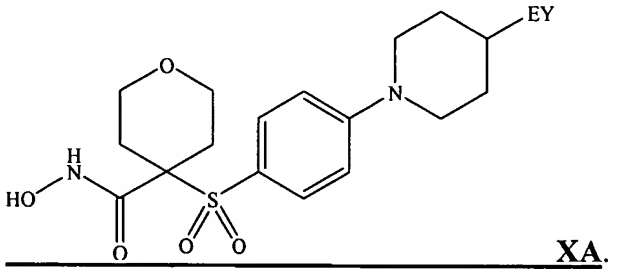
Claims 70 and 71 (canceled).

72. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with aggrecanase activity**~~ in **an** ~~**a host**~~ animal, wherein**:**

the condition is treatable by inhibiting aggrecanase activity; and

the method comprises administering a compound of claim 1 (or a pharmaceutically-acceptable salt thereof) to the **[[host]]** animal in an amount effective to ~~**prevent or**~~ treat the condition.

73. **(currently amended)** A method according to claim 72, wherein the compound corresponds in structure to ~~**a compound recited in claim 3**~~ **Formula XA:**



XA.

Claims 74-78 (canceled).

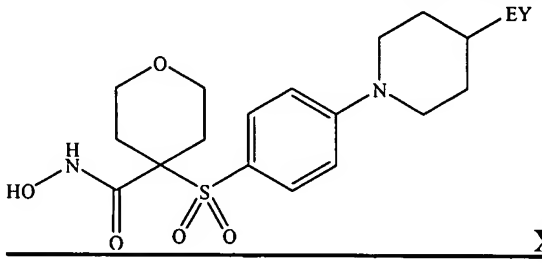
79. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with matrix metalloprotease activity**~~ in **an** ~~**a host**~~ animal, wherein:

the method comprises administering a compound recited in claim 14 (or a pharmaceutically acceptable salt thereof) to the **[[host]]** animal in an amount effective to ~~**prevent or**~~ treat the condition;

the condition is treatable by inhibiting matrix metalloprotease activity; and

the condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, and a central nervous system disease.

80. **(currently amended)** A method according to claim 79, wherein the compound corresponds in structure to ~~**a compound recited in claim 15**~~ **Formula XA:**



XA.

81. **(currently amended)** A method according to claim 79, wherein ~~**the compound corresponds in structure to a compound recited in claim 29**~~ **Y is selected from the group consisting of heterocyclyl, aryl, heteroaryl, and arylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen,

nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl, and

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

82. **(currently amended)** A method according to claim 79, wherein ~~**the compound corresponds in structure to a compound recited in claim 34**~~ **Y is selected from the group consisting of aryl, heteroaryl, arylmethyl, and heteroarylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

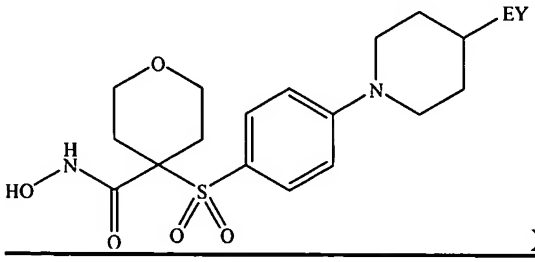
83. **(original)** A method according to claim 79, wherein the condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermolysis bullosa, aortic aneurysm, weak injury repair, an adhesion, scarring, congestive heart failure, coronary thrombosis, emphysema, proteinuria, and Alzheimer's disease.

84. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with matrix metalloprotease activity**~~ in **an** ~~**a host**~~ animal, **wherein:**

the condition is treatable by inhibiting matrix metalloprotease-2, matrix metalloprotease-9, and/or matrix metalloprotease-13 activity; and

the method comprising administering a compound recited in claim 14 (or a pharmaceutically-acceptable salt thereof) to the **[[host]]** animal in an amount effective to inhibit matrix metalloprotease-2, matrix metalloprotease-9, and/or matrix metalloprotease-13.

85. **(currently amended)** A method according to claim 84, herein the compound corresponds in structure to ~~**a compound recited in claim 15**~~ **Formula XA:**



XA.

86. **(currently amended)** A method according to claim 84, wherein ~~**the compound corresponds in structure to a compound recited in claim 29**~~ **Y is selected from the group consisting of heterocyclyl, aryl, heteroaryl, and arylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl, and

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

87. **(currently amended)** A method according to claim 84, wherein ~~**the compound corresponds in structure to a compound recited in claim 34**~~ **Y is selected from the group consisting of aryl, heteroaryl, arylmethyl, and heteroarylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

88. **(currently amended)** A method according to claim 84, wherein **the compound inhibits** matrix metalloprotease-13 ~~**is inhibited**~~ selectively over both matrix metalloprotease-1 and matrix metalloprotease-14.

Claims 89 and 90 (canceled).

91. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with matrix metalloprotease activity**~~ in **an** ~~**a host**~~ animal, wherein:

the method comprises administering a compound recited in claim 14 (or a pharmaceutically-acceptable salt thereof) to the **[[host]]** animal in an amount effective to ~~**prevent or**~~ treat the condition, and

the condition is **treatable by inhibiting** ~~**associated with**~~ TNF-α convertase activity.

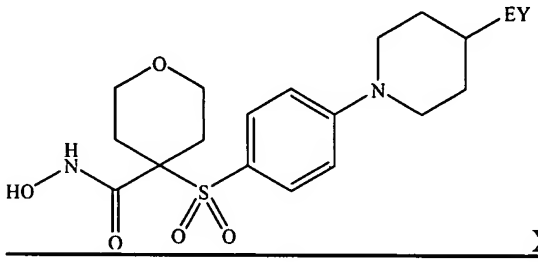
Claim 92-95 (canceled).

96. **(currently amended)** A method for ~~**preventing or**~~ treating a **pathological** condition ~~**associated with aggrecanase activity**~~ in **an** ~~**a host**~~ animal, wherein**:**

the condition is treatable by inhibiting aggrecanase activity; and

the method comprises administering a compound of claim 14 (or a pharmaceutically-acceptable salt thereof) to the **[[host]]** animal in an amount effective to ~~**prevent or**~~ treat the condition.

97. **(currently amended)** A method according to claim 96, herein the compound corresponds in structure to ~~**a compound recited in claim 15**~~ **Formula XA:**



XA.

98. **(currently amended)** A method according to claim 96, wherein ~~**the compound corresponds in structure to a compound recited in claim 29**~~ **Y is selected from the group consisting of heterocyclyl, aryl, heteroaryl, and arylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-C_1-C_6-alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl,

and

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

99. **(currently amended)** A method according to claim 96, wherein ~~**the compound corresponds in structure to a compound recited in claim 34**~~ **Y is selected from the group consisting of aryl, heteroaryl, arylmethyl, and heteroarylmethyl, wherein:**

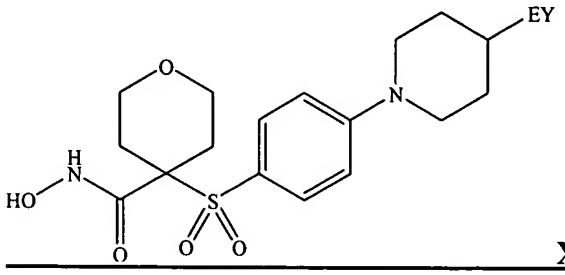
any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

Claims 100-104 (canceled).

105. **(original)** A pharmaceutical composition comprising a compound recited in claim 1 or a pharmaceutically acceptable salt thereof.

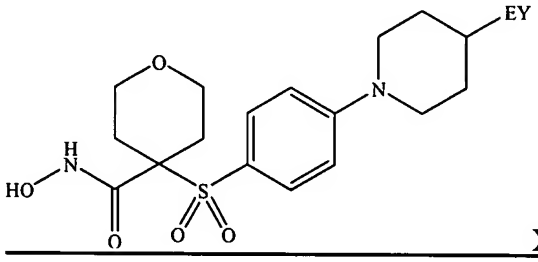
106. **(currently amended)** A pharmaceutical composition according to claim 105, wherein the compound corresponds in structure to ~~**a compound recited in claim 3**~~ **Formula XA:**



XA.

107. **(original)** A pharmaceutical composition comprising a compound recited in claim 14 or a pharmaceutically acceptable salt thereof.

108. **(currently amended)** A pharmaceutical composition according to claim 107, wherein the compound corresponds in structure to ~~**a compound recited in claim 15**~~ **Formula XA:**



XA.

109. **(currently amended)** A pharmaceutical composition according to claim 107, wherein ~~**the compound corresponds in structure to a compound recited in claim 29**~~ **Y is selected from the group consisting of heterocyclyl, aryl, heteroaryl, and arylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkylcarbonyl, halo-C_1-C_6-alkoxy, C_1-C_6-alkylthio, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkoxycarbonyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyl, aryl, aryl-C_1-C_6-alkyl, aryl-C_1-C_6-

alkoxy, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, heteroaryl, heteroarylcarbonyl, heterocyclylcarbonyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, nitro, C_1-C_6-alkyl, halo-C_1-C_6-alkyl, C_1-C_6-alkoxy, and C_1-C_6-alkylcarbonyl, and

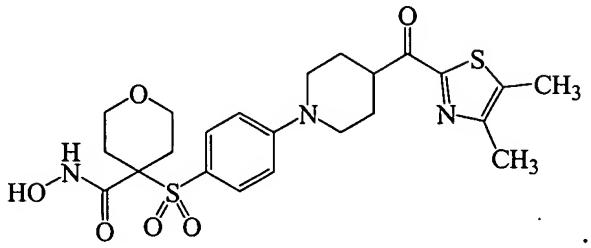
the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl and C_3-C_6-cycloalkyl-C_1-C_6-alkyl.

110. **(currently amended)** A pharmaceutical composition according to claim 107, wherein ~~**the compound corresponds in structure to a compound recited in claim 34**~~ **Y is selected from the group consisting of aryl, heteroaryl, arylmethyl, and heteroarylmethyl, wherein:**

any such substituent optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, hydroxy-C_1-C_6-alkyl, C_2-C_6-alkenyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_3-C_6-cycloalkyl-C_1-C_6-alkyl, C_3-C_6-cycloalkyloxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy, C_3-C_6-cycloalkyl-C_1-C_6-alkoxy-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, amino, and amino-C_1-C_6-alkyl, wherein:

the nitrogen of the amino or amino-C_1-C_6-alkyl optionally is substituted with up to two substituents independently selected from the group consisting of C_1-C_6-alkyl.

111. **(new)** A compound or salt according to claim 14, wherein the compound corresponds in structure to the following formula:



112. **(new)** A method according to claim 59, wherein the condition is osteoarthritis.

113. **(new)** A method according to claim 79, wherein the condition is osteoarthritis.